

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF MISSOURI)
) ss:
COUNTY OF JACKSON)

I, IRVIN V. BELZER, being duly sworn, upon my oath, depose and say:

1. I am a Partner and Member of the Management Committee of Bryan Cave LLP, located at 1200 Main Street, Suite 3500, Kansas City, Missouri 64105 (the "Firm").
2. The above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.

5. Neither I nor any partner of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular partners and employees of the Firm.

6. Neither I nor any partner of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

7. The Debtors do not owe the Firm for any prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq.

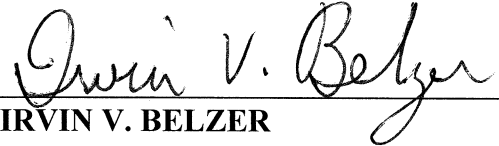
8. As of the Petition Date, the Firm was not party to an agreement for indemnification with any of the Debtors.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Executed on July 27, 2012.




IRVIN V. BELZER

Sworn to and subscribed before me
this 27 day of July, 2012.


Notary Public

In re Residential Capital, LLC, et al.
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE¹

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL, LLC, et al. (the “Debtors”)

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Bryan Cave LLP
3500 One Kansas City Place
1200 Main Street
Kansas City, Missouri 64105

2. Date of original retention: See Exhibit A.

3. Brief description of legal services to be provided:

These are defenses of a series of cases, most being putative class actions, arising out of allegations that Missouri or Pennsylvania second mortgage loans originated by particular mortgage brokers contained unlawful rates of interest, origination fees and/or closing costs that were violative of particular statutes. If you would like specific description of the facts and allegations of each case, those are readily available.

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): See Exhibit B.

¹ All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

(b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition):

Over recent years these cases were in the range of \$25,000 to \$40,000 a month, with the exception of the second half of 2011 and the beginning of 2012, in which there was a much higher level of activity.

5. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: None, since we applied the retainer to pay the work in progress that existed prior to the filing.

Date claim arose: _____

Source of claim: _____

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: _____

Amount of Claim: _____

Date claim arose: _____

Source of Claim: _____

7. Stock of any of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: _____

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: _____

Kind of shares: _____

No. of shares: _____

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: See Exhibit C.

(b) Balance remaining after application to invoices due and owing prior to May 14, 2012: See Exhibit C.

Name: BRYAN CAVE LLP

 7/27/12
Irvin V. Belzer

Title: Partner and Member of Management
Committee

EXHIBIT A

0219608 – Mitchell – 04/09/08
0304081 – Thomas – 10/14/09
0304093 – Gilmor – 10/29/09
0304094 – Couch – 10/13/09
0304096 – Baker – 10/19/09
0304125 – Beaver – 10/13/09
0304126 – Mayo – 10/09/09
0316924 – Ban-Cor – 10/14/10
0320913 – Kessler – 03/03/11

Exhibit B

2012 ResCap Rates

<u>Timekeeper</u>	<u>2012 ResCap Rates</u>
Kim Y. Bland	\$ 110.00
Martin Whitehead	\$ 150.00
Michael G. Biggers	\$ 420.00
Marzale A. Fosdick	\$ 155.00
Herbert M. Kohn	\$ 490.00
Shelley J. Vassmer	\$ 120.00
Craig S. O'Dear	\$ 490.00
Laurence M. Frazen	\$ 490.00
Thomas C. Walsh	\$ 560.00
Robert M. Thompson	\$ 395.00
Terri A. DeGregorio	\$ 170.00
Cheryl A. Wolf	\$ 175.00
Elizabeth C. Carver	\$ 440.00
Jennifer A. Donnelly	\$ 305.00
Mark W. Brennan	\$ 355.00
Irvin V. Belzer	\$ 480.00
Wanda K. Oldani	\$ 155.00
Kenneth Lee Marshall	\$ 460.00
Stacia Sanders	\$ 185.00
Marisel S. Walston	\$ 155.00
Linda E. Armstrong	\$ 155.00
Darci F. Madden	\$ 375.00
Susan B. Caldwell	\$ 175.00
Catesby A. Major	\$ 325.00
Fred L. Sgroi	\$ 345.00
John W. Kaiser	\$ 165.00
James C. Thurow	\$ 175.00
Ann Woeppel	\$ 150.00
Allen R. Jones II	\$ 245.00
James T. Wicks	\$ 285.00
Courtney Autumn Schmitt	\$ 95.00
Brittany D. Batchelor	\$ 230.00
Carol Huan Li	\$ 200.00
Timothy G. O'Connell	\$ 230.00
Jennifer L. Berhorst	\$ 210.00
Ori Edelstein	\$ 340.00
Emma L. Dill	\$ 250.00
Benjamin Boschert	\$ 155.00
Sarah Elisabeth Wood	\$ 85.00
Lily R. Robinton	\$ 310.00
Andrea M. Hicks	\$ 350.00
Tracy M. Talbot	\$ 355.00
Robert J. Esposito	\$ 345.00
Michele R. Gardner	\$ 250.00
Courtney H. Carpenter	\$ 160.00

Jeffrey Russell	\$	460.00
James Wyrsh	\$	330.00
John Amberg	\$	575.00
Sara Butler	\$	215.00
Goli Mahdavi	\$	330.00
Christopher Grenz	\$	170.00
Jonathan Potts	\$	170.00
Douglas Winter	\$	530.00
Ellen Bonacorsi	\$	425.00
Christian Zust	\$	155.00
Joan Thomas	\$	155.00

EXHIBIT C

**ResCap Legal Staff
Month-End WIP Accruals as of 7/31/2012
Work In Process - Not Billed Yet**

Owner	Practice Area	Law Firm Name	Case Matter Description	Date Service Performed	Pre Petition Amount (thru May 13)	Post Petition Amount (May 14 forward)	Comments
Hamzehpour	Mortgage Operations	Bryan Cave LLP	0304081-DeAnthony Thomas Litigation	07/01-07/31/12	\$0.00	\$210.00	
			0316924-Bann-Cor Mortgage	07/01-07/31/12		\$211.90	
			0320913-RFC Kessler Case	07/01-07/31/12		\$104.00	

